

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 1999-120-C - ORDER NO. 1999-348
MAY 17, 1999

IN RE: Application of RSL Com USA, Inc. and One) ORDER APPROVING
Step Billing, Inc. for Approval of the) ASSET AGREEMENT
Acquisition of the Subscriber Base of One)
Step Billing by RSL COM U.S.A., Inc.)

This matter comes before the Public Service Commission of South Carolina (the Commission) on the matter of the acquisition of certain assets of One Step Billing, Inc. (OSBI) by RSL COM U.S.A, Inc. (RSL)(collectively, the two companies). The two companies jointly filed a request with the Commission for approval of the acquisition of the subscriber base of OSBI by RSL. A Notice of Filing was published in newspapers of general circulation, pursuant to the instructions of the Executive Director. No Protests or Petitions to Intervene were received. The companies now move for expedited review of the approval process, and file the verified testimony of David A. Parries, Director of Regulatory Affairs for RSL.

According to Parries, an asset purchase agreement was executed on December 9, 1998 which provided for OSBI to sell to RSL, and RSL to purchase (a) the right to provision all of OSBI's telecommunications customers with telecommunications and ancillary services; (b) the right to receive payments from the customers; (c) the exclusive right, title and interest in and to the names "One Step Billing" and "OSBI;" and (d) all of OSBI's accounts receivable. OSBI intends to relinquish its certificates of public

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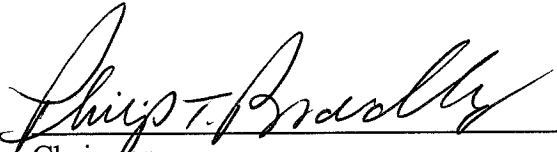
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convenience and necessity. RSL will continue to furnish service to those OSBI subscribers, however, OSBI ceased operations in December 1998. OSBI customers will become customers of RSL, and will receive invoices for service under the RSL name, pursuant to RSL tariffs. RSL will not use the names One Step Billing or OSBI. RSL possesses a Certificate of Public Convenience and Necessity to provide interexchange service in South Carolina. Upon approval of the transaction RSL will notify OSBI subscribers of the change.

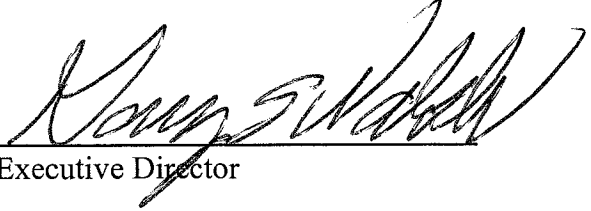
We have examined this proposed transaction and hold that it should be approved as filed. We believe that it is in the public interest to approve it, due to increased economies of scale, and the fact that RSL will continue to participate in competition in the telecommunications marketplace.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)